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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-Q

■ QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

□ TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended March 31, 1992

Commission file number 0-17714

Biopool International, Inc.

(Exact name of Registrant as specified in its charter)

Delaware	58-1729436
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
6025 Nicolle Street, Suite A, Ventura, California, 93003	(805) 654-0643
(Address of principal executive offices)	*(Registrant's telephone number including area code)*

BEST COPY AVAILABLE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO ___

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practable date.

Outstanding at March 31, 1992, Common Stock, $.01 par value per share, 6,567,032 shares.

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BIOPOOL INTERNATIONAL, INC.

CONSOLIDATED BALANCE SHEET

	March 31, 1992 (unaudited)	December 31, 1991
ASSETS		
Current Assets		
Cash	$ 144,313	$ 118,691
Accounts receivable	749,048	472,217
Inventories	1,100,049	894,842
Prepaid expenses	105,818	107,789
	2,099,228	1,593,539
Machinery, equipment and furnishings		
Machinery, equipment, and furnishings	1,690,578	1,565,568
Less accumulated depreciation and amortization	(880,443)	(867,413)
	810,135	698,155
Other assets		
Patent application costs, net	166,251	169,725
Goodwill and other assets	800,919	65,082
	967,170	234,807
	$ 3,876,533	$ 2,526,501

The accompanying notes are an integral part of these financial statements.

BIOPOOL INTERNATIONAL, INC.

CONSOLIDATED BALANCE SHEET

	March 31, 1992 (unaudited)	December 31, 1991
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Bank indebtedness	$ 230,852	$ 189,898
Accounts payable	371,750	238,146
Accrued liabilities	373,954	377,413
Current portion of long-term debt	101,635	107,134
	1,078,191	912,591
Long-term debt	637,266	576,989
Commitments and contingent liability		
STOCKHOLDERS' EQUITY:		
Common stock, $.01 par value, 50,000,000 shares authorized; 6,567,032 and 5,506,402 shares issued and outstanding at March 31, 1992 and December 31, 1991, respectively	81,205	69,992
Additional paid-in capital	7,843,881	6,845,720
Accumulated deficit	(5,525,213)	(5,646,709)
Foreign currency translation adjustment	113,036	119,754
	2,512,909	1,388,757
Less 1,492,779 shares of treasury stock, at cost	(351,833)	(351,836)
	2,161,076	1,036,921
	$ 3,876,533	$ 2,526,501

The accompanying notes are an integral part of these financial statements.

BIOPOOL INTERNATIONAL, INC.

CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)

	Three months ending March 31, 1992	1991
Sales	$ 1,180,015	$704,200
Costs and expenses		
Cost of sales	519,760	312,306
Research and development	139,333	153,816
Administrative salaries	119,739	63,321
Consulting fees	22,237	37,863
Professional fees	10,948	7,723
Travel	9,330	13,885
Other general and administrative	212,586	138,335
Interest	6,694	9,264
	1,040,627	736,513
Operating Income (Loss)	139,388	(32,313)
Non-operating expense (income)		
Interest income	(895)	(8,068)
Interest on long-term debt	18,787	24,056
	17,892	15,988
Income (Loss) for the period	$ 121,496	$ (48,301)
Income (Loss) per share	$ .02	$ (.01)

The accompanying notes are an integral part of these financial statements.

BIOPOOL INTERNATIONAL, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	Three months ending March 31, 1992	1991
CASH PROVIDED BY (USED FOR)		
OPERATIONS		
Income (Loss) for the period	$ 121,496	$ (48,301)
Non-cash items included in loss		
Depreciation and amortization	94,222	63,252
	215,718	14,951
Accounts receivable	(165,939)	(66,968)
Inventories	(60,463)	38,198
Prepaid expenses	13,894	15,451
Accounts payable and accruals	31,391	23,922
	34,601	25,554
INVESTMENTS		
Acquisition of Medical Diagnostic Technologies, Inc. (note 3)	(1,000,000)	-
Additions to machinery, equipment and furnishings	(66,322)	(2,380)
Acquisition of Biopool Canada Inc.	(5,867)	(4,116)
Patent and trademark costs	-	(14,198)
	(1,072,189)	(20,694)
FINANCING		
Short-term borrowings by lines of credit	22,954	31,172
Repayment of long-term debt	(43,972)	(40,891)
Issue of common shares (notes 3 and 5)	1,009,373	-
Issuance of long term debt	25,000	-
	1,013,355	(9,719)
Net change in cash	(24,233)	(4,859)
Effect of exchange rates	(6,718)	(49,518)
Cash, beginning of period (note 7)	175,264	156,441
Cash, end of period	$ 144,313	$ 102,064

The accompanying notes are an integral part of these financial statements.

BIOPOOL INTERNATIONAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 1992
(Unaudited)

1. Basis of Presentation

The accompanying financial information includes the accounts of Biopool International, Inc. ("Biopool"), a Delaware corporation and its wholly-owned subsidiaries, Biopool AB ("Biopool Sweden"), a Swedish corporation, Biopool Canada Inc. ("Biopool Canada", formerly Inter-Haematol Inc.) a Canadian corporation and Medical Diagnostic Technologies, Inc. ("Meditech") a California corporation since the effective date of the acquisition (January 1, 1992). Reference herein to "the Company" includes Biopool International, Inc., Biopool AB, Biopool Canada Inc. and Medical Diagnostic Technologies, Inc. The financial information is unaudited but includes all adjustments (consisting only of normal, recurring entries) which the Company's management believes to be necessary for fair presentation of the periods presented. Interim results are not necessarily indicative of results for a full year. The financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 1991.

2. Income per Common Share

Loss per common share is computed based on the weighted average number of common shares outstanding during each of the periods. Stock options outstanding are excluded from the computation of loss per common share since they are anti-dilutive.

3. Acquisition of Meditech

Effective January 1, 1992 the Company acquired 100% of the outstanding stock of Meditech for 1,000,000 shares of the Company's unregistered common stock. The transaction was accounted for as a purchase.

All amounts related to Meditech from January 1, 1992 are included in the accompanying consolidated financial statements. The amounts related to Meditech for the three month period ending March 31, 1991 are not included in the accompanying financial statements; however, the following unaudited pro forma information presents summarized operating information as if the acquisition had occurred on January 1, 1991:

Revenues	$ 856,000
Loss for the period	$ (58,000)
Loss per common share	$ (.01)

Assets acquired on the purchase date consisted of the following:

Net working capital	$ 192,374
Fixed assets	115,825
Long term debt	(58,750)
Fair value of net tangible assets less liabilities assumed	249,449
Goodwill	750,551
	$ 1,000,000

Cash outlay by the Company:

Purchase price	$ 1,000,000
Less 1,000,000 shares issued	1,000,000
	$ -

4. Note receivable

The Company held a $200,000 note due in April 1993 plus interest paid quarterly at the prime rate from CytRx Corporation. The note was convertible to shares of CytRx Corporation common stock at the option of the Company at any time prior to its maturity.

During May of 1991 the Company converted the note to 171,380 shares of CytRx common stock. A gain of $ 179,143 was realized during 1991 on the subsequent sale of these shares.

5. Warrants and options

Warrants:

In May 1988 the Company completed an initial public offering of 1,000,000 units, each of which consists of three shares of common stock and three redeemable Class A common stock warrants. Each Class A warrant entitles the holder until May 1993 to purchase one share of the Company's common stock and receive one Class B warrant for $3.25. Each Class B warrant entitles the holder to purchase until May 1993 one share of the Company's common stock for $5.00. The Class A and Class B warrants are redeemable at $.05 per warrant at the option of the Company if certain quoted market prices are achieved by the common stock.

Options:

The underwriters of the Company's initial public offering were granted options to acquire between May 1990 and May 1993 up to 100,000 units for $7.80 per unit. Such units are substantially identical to the units offered to the public (except that the Class A and Class B warrants included therein are not subject to redemption by the Company).

Stock option plan:

During 1987 the Company adopted a stock option plan (the "Plan") for the benefit of certain key employees, officers, directors and consultants of the Company. Under the Plan 808,675 shares of the Company's common stock are reserved for issuance. Options granted under the Plan are generally exercisable for a period of five years from the date of grant at an exercise price which is not less than the fair market value of the common stock on the date of the grant. Options granted under the Plan generally vest over a three-year period from the date of the grant.

Stock option activity to March 31, 1992 from January 1, 1990 is as follows:

	Outstanding Options		
	Number	Price	Amount
Balance at December 31, 1989	439,642		194,999
Granted	80,000	22	17,600
Balance at December 31, 1990	519,642		212,599
Cancelled	(209,538)	36	(75,892)
Exercised	(10,105)	15	(1,516)
Balance at December 31, 1991	299,999		$ 135,191
Cancelled	(10,105)	1546	(1,562)
Exercised	(60,630)	1546	(9,373)
	$ 229,264		$ 124,256

No amounts have been charged to expense relating to the Plan. At March 31, 1992 all options were exercisable and 503,285 shares were available for future grants under the plan.

6. **Escrow shares and options**

In May 1988 certain stockholders, concurrent with an initial public offering of the Company's common stock, agreed to place in escrow a total of 5,004,390 shares of common stock (of the 7,278,075 shares then outstanding) and 278,022 stock options (of the 428,337 options then outstanding) in proportion to each of their ownership percentages. These shares and options were held in escrow until the publicly traded market price of the Company's units or shares of common stock and warrants reach specified levels during specified periods.

These targets were not reached by May 2, 1991. Therefore, the escrow shares were surrendered by the stockholders and retired by the Company and the options cancelled.

7. **Company cash position**

The Company cash position for the beginning of the period consists of:

Balance at December 31, 1991, per audited financial statements	$ 118,691
Meditech balance on acquisition January 1, 1992	56,573
	$ 175,264

8. **Officers and Directors**

At the annual meeting of stockholders, August 23, 1991, the following directors were elected, Dr. Michael D. Bick, Dr. Andrew L. Cerskus, Dr. Mats Rånby and Mr. James D. Johnson.

Subsequently, at the directors meeting, the following officers were elected: Dr. Michael D. Bick, Chief Executive Officer, Dr. Andrew L. Cerskus, President and Chief Operating Officer, Dr. Mats Rånby, Chairman of the Board of Directors and Mr. David G. Clancy, Vice President Finance and Treasurer.

9. **Contingent liability**

In late 1991, a consultant brought suit against the Company for alleged breaches of his contract. The Company has answered the complaint, denying the consultant's allegations, raising affirmative defenses and asserting a counterclaim.

The Company presently believes that the resolution of this matter will not have a material adverse effect on its financial condition as reported in the accompanying financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
MARCH 31, 1991

Liquidity and Capital Resources

At March 31, 1992, the Company had cash of approximately $144,000, which primarily represents the remaining net proceeds from the sale of CytRx stock during 1991 and the cash balance obtained on the acquisition of Meditech.

At March 31, 1992, the Company had available unused lines of credit of approximately $280,000 available for its use.

As the Company grows, investments will be needed in new and existing areas of technology. This may require additions to equipment as well as costs related to marketing, product support and administrative staff. It is unlikely cash generated from operations in the near future will be sufficient to fund these potential investment opportunities. Should the Company address these investment opportunities, additional financing may be required.

Management believes existing cash, access to available lines of credit, together with funds generated from operations should be sufficient to meet the Company's operating requirements for the following twelve month period.

Results of Operations

Sales were approximately $ 475,000 greater in the three month period ended March 31, 1992 than the corresponding period in 1991. Approximately $ 410,000 of this increase was generated by sales of Meditech products acquired January 1, 1992. Although the Company's sales are not seasonal, they can fluctuate significantly depending on the size of orders received from its three major distributors. These distributors accounted for approximately 32% of the Company's sales for the period.

Cost of sales as a percentage of sales has remained consistant relative to the corresponding period in 1991 at approximately 44% of sales.

Research and development expenses have decreased during the three month period ending March 31, 1992 relative to the corresponding period in 1991 by $15,000 due to a reallocation of personnel costs. The Company continues to invest in research in development aimed primarily at improvements to the existing product lines.

Administrative salaries have increased by approximately $56,000 during the three month period ending March 31, 1992 as compared with the comparable period in 1991. This increase is due primarily as a result of Meditech operations and a one time cost of $25,000 charged to the period for compensation to the Company's Chief Executive Officer for services provided during the period August 1991 to late February 1992.

Consulting fees have been reduced from the previous year's quarter figures as a result of the Company not utilizing in 1992 the consulting services of Decision Associates, owned by Dr. Pollard, former Chairman of the Board.

Other general and administrative expenses have increased almost entirely due to the acquisition of Meditech, January 1, 1992.

Interest income has decreased as funds remaining from the net proceeds from the initial public offering were utilized in funding operations.

Interest on long-term debt has decreased due to interest rate and principal balance reductions.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 12, 1992

BIOPOOL INTERNATIONAL, INC.

(Registrant)

Dr. Andrew L. Cerskus
President and Chief Operating Officer

David G. Clancy
Vice President Finance
(Principal Financial and
Accounting Officer)